

# Mississippi River Parkway Commission



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# **Bylaws**

Amended in August of 1989, 1991, 1994, 1995, 1998, 2001, 2003 2006, 2008, 2010 and 2016.

## **Article I**

The name of the corporation shall be Mississippi River Parkway Commission.

## **Article II** **OBJECTIVES**

### **Section 2.1 General**

The purpose of the Mississippi River Parkway Commission is to preserve and improve the natural resources, cultural heritage, economic viability, scenic quality, recreational amenities and other features significant to the Mississippi River Valley. To accomplish this purpose the Commission shall:

- A. Pursue recognition of the natural and cultural resources and other attractions of significance in the Mississippi River Valley which, for the purpose of these By-Laws shall include the Great River Road and its amenities.
- B. Provide information about resources within the Mississippi River Valley to help resolve issues, stimulate the economy, initiate projects, and promote awareness of the features of the Mississippi River Valley.
- C. Provide guidance to those responsible for administering features found in the Mississippi River Valley and those initiating projects designed to improve some aspect of the Mississippi River Valley.
- D. Provide forums to explore and resolve controversial issues.
- E. Provide coordination to establish joint participation of individuals, agencies or organizations. Act as catalyst to initiate or implement pertinent projects.
- F. Pursue funding at the federal, state, local, and private levels in a manner wholly consistent with the designation as an organization pursuant to Sec. 501 (c) (3) of the Internal Revenue Code, to preserve and enhance the resources, to promote the economy, and to provide safe and comfortable access to all features of the Mississippi River Valley, including the continued development of the Mississippi River Parkway, also known as the Great River Road.

### **Section 2.2 Specific**

The Mississippi River Parkway Commission may, in a manner consistent with high environmental standards, sound engineering, and prudent planning, engage in activities such as but not limited to:

- A. Provide the administrative guidance and coordination necessary to maintain the visibility of the programs adopted by the Commission.
- B. Maintain close liaison with Congress, state legislatures and other levels of government.
- C. Provide information to tour operators and travel writers concerning the Mississippi River Valley.
- D. Host public information meetings.
- E. Develop management and marketing plans.
- F. Establish and maintain communication with others, including the residents within the Mississippi River Valley concerning the activities and programs of the Commission.
- G. Provide speakers for forums pertaining to the activities of the Commission.
- H. Promote visitor information centers.
- I. Promote the Great River Road as the recognized access artery for the many resources of the Mississippi River.
- J. Maintain a resource inventory of the Mississippi River Valley.
- K. Underwrite studies and make and receive grants consistent with these By-Laws.

### **Section 2.3 Cooperation**

Cooperation with groups dedicated to the goals and objectives of the corporation shall be promoted wherever consistent with these By-Laws.

## **Article III** **PARKWAY STATES**

### **Section 3.1 Definition**

The term "Parkway States" as used herein means the ten states of the United States which border upon or through which courses the Mississippi River, through which the Great River Road will travel: Arkansas, Illinois, Iowa, Kentucky, Louisiana, Minnesota, Mississippi, Missouri, Tennessee, and Wisconsin.

### **Section 3.2 Status and Rights**

Each Parkway state shall have equal status and rights in the Parkway Commission and shall be subject to dues as approved by the Board of Directors in order to qualify their members as general members of the Commission.

## **Article IV** **MEMBERSHIP**

### **Section 4.1 Classes of Membership**

There shall be three classes of members: General, Associate, and Honorary Members.

### **Section 4.2 General Membership**

Each Parkway State member shall be a resident of that State and members shall have duties as may be set forth by the State Commission in addition to those imposed by this Commission.

To achieve continuity and effectiveness, it is recommended that each State Parkway Commission restrict its membership to those individuals who live within or represent a unit of government contiguous to the Mississippi River or the Great River Road or within the Mississippi River corridor or are employed by an agency that provides a service to such unit of government of any Parkway State.

The State Commission should include a balance of legislators, local political officials, private citizens, industrial interests, commercial interests, and representation from the environmental community, as specified by their state authority.

Each State's Parkway Commission shall be entitled to one vote on all matters coming before any meeting of this Commission.

The members of the individual State's Parkway Commissions shall be considered general members of the Mississippi River Parkway Commission and can participate in the business meeting of the Commission.

Each State's Parkway Commission Chair shall certify in writing to the National Office of this Commission a list of its members and its authorized voting representatives and alternates. The last written certification received by the National Office shall be controlling. Such list shall be furnished at least 60 days prior to the annual and semi-annual meeting.

In addition, any state Parkway Commission may certify non-voting delegates to Annual and Semi-annual meetings. These delegates shall register in the same manner as members and be subject to the same fees as members. They shall be permitted to attend and participate in committee meetings. They may attend general sessions of the commission. They shall not be allowed to vote in committee or general sessions or participate in floor debates.

### **Section 4.3 Associate Members**

Technical membership shall be available to individuals and entities, such as state and federal agencies, universities, and local units of government, whose expertise, goals and objectives are, in the opinion of the members of the Board of Directors, deemed to be consistent with those of this Commission.

Technical members shall be presented by each state to the Board of Directors at least 10 days prior to the annual meeting and must be approved by an affirmative vote of that body.

Appropriate Technical Members shall be selected by their respective State Chair to serve on the several Technical Committees. In that capacity, Technical Members shall receive all data, newsletters, and similar benefits of the General Membership without being assessed dues. Technical Members may participate in the Commission's meetings but shall not vote in general session, but may vote in committee sessions, if appointed as their state's voting technical committee member. Technical Members may serve on Committees of the Commission but shall not be officers or Board Members.

### **Section 4.4 Honorary Members**

Honorary Members shall be those persons who, having made an outstanding contribution to the Parkway Project, are elected to the position of Honorary Member at any proper meeting of voting members. Honorary Members shall retain membership throughout their lifetime. Any person may be elected posthumously to the position of Honorary Member. Honorary Members who are not also general members shall have the privilege of taking part in all discussions at meetings of members but shall have no right to vote at any meeting of members or in the transaction of any business of the Parkway Commission, or to hold any office therein, except in a committee of the Parkway Commission to which they have been duly appointed. General Members and Technical Members elected to the position of Honorary Member shall not thereby lose their status as General or Technical Members. All persons who have served as Pilot of this organization shall be elevated to the position of Pilot Emeritus upon the conclusion of their term in office and become an Honorary Member. Endowment Foundation Advisory Council members shall be eligible to become honorary members of the MRPC.

## **Article V** **DIRECTORS**

### **Section 5.1 Composition**

The Board of Directors shall consist of the Pilot, Pilot Pro-Tempore, the immediate Pilot Emeritus, Secretary, Treasurer, and the duly selected Chairs of each of the State Commissions or their designees. The state chairs, or their designee, who shall be a member of the state's commission, may attend all scheduled and special Board meetings. The immediate Pilot Emeritus shall be a non-voting ex-officio member of the Board. The Pilot shall preside as Chairperson of the Board.

The Chairs of the following Technical Committees and Mississippi River Country, USA (MRC) chair shall be non-voting ex-officio members of the Board who may otherwise

participate fully in the proceedings of the Board:

Culture and Heritage  
Environment/Recreation and Agriculture  
Marketing  
Transportation  
Mississippi River Country, USA

A change in the chairperson or official designee of a State's commission shall cause a corresponding change in the membership of the Board of Directors.

### **Section 5.2 Duties**

The Board of Directors shall supervise, control, and direct the affairs of the Commission, shall actively pursue Commission objectives, and shall have discretion in the disbursement of Commission funds. The Board may adopt such rules and regulations for the conduct of its business as it shall deem advisable, and may in the execution of powers granted, appoint such agents or employ such staff on such terms as it considers necessary. The Board shall fix the amount of annual dues, if any. The Board shall monitor federal, state and local legislation that affects the activities and objectives of the Commission.

### **Section 5.3 Voting**

Each state shall have one vote on matters coming before the Board. The vote shall be cast by the State Chair/Board member or his/her designee. For voting purposes the Pilot is not deemed to be a member of the state commission and may not vote except in the event of a tie. The Pilot is not bound by the position of his/her state and shall vote in accordance with the best interests of the national organization.

### **Section 5.4 Meetings**

The Board shall meet at least quarterly. The meeting schedule will be established by the Pilot with the approval by the Board by December 1 of each year.

### **Section 5.5 Appointment of State Commission**

If no formal State Commission exists in a State, a representative from that state may be appointed to the Board by the Pilot with the concurrence of a 2/3 majority of the Board. Such appointed representative shall be deemed a General Member for purposes of Sections 4.1 and 4.2 and function as the Chair of such State's Commission for purposes of Sections 5.1 and 5.3 (including specifically the right of the State Chair or his/her designee to vote). Such appointed representative shall serve for a term of no longer than one year, provided however such appointed representative may serve for one or more successive terms if reappointed with the concurrence as set forth above.

## Article VI OFFICERS

### **Section 6.1 General**

The four elected officers must be General Members of the Corporation. Their term of office shall be for one year and until their successors are elected and qualified. There shall be no limit on the number of terms, consecutive or non-consecutive, which a person may serve in any one or more offices with the exception of Pilot, whose term in office is limited to four (4) consecutive terms. Each officer of the corporation may receive reimbursement for such transportation and other expenses incidental to the performance of the duties of office as the Board of Directors may from time to time determine. Such expenses shall not exceed the amount budgeted for them and shall be approved by the Pilot prior to payment by the Treasurer.

Nominations for officers shall be presented by the Nominating Committee or by any general member present at an annual meeting with the consent of the nominee. Vacancies in the offices of the corporation shall be filled by the Board of Directors for the balance of the unexpired term.

### **Section 6.2 Pilot**

The Pilot shall be the Chief Executive Officer of the corporation and shall be Chairman of the Board of Directors. The Pilot shall have responsibility for administering the policies established by the Commission and by the Board of Directors. The Pilot shall have the authority to execute all documents in the name of the corporation and shall represent the corporation publicly where required unless there is contrary instruction given by the Board of Directors. The Pilot shall serve as ex-officio member of all committees established under Article VII of these By-Laws, except the Nominating Committee.

### **Section 6.3 Pilot Pro-Tempore**

The Pilot Pro-Tempore shall act in the place of the Pilot in the event the Pilot is unable to act or at any time upon the request of the Pilot. In addition, he or she shall be an ex-officio member of all committees established under these By-Laws and shall be responsible to coordinate the activities of such committees. Coordination shall include the satisfactory completion of assignments, effectiveness, and maintaining full and participating committee membership.

### **Section 6.4 Secretary**

The Secretary, in a permanent and accurate manner, keeps the minutes of all meetings of the Board of Directors, of members, of the Executive Committee, and of committees, at which he or she shall serve as Secretary; he or she shall attend to the giving and serving of all notices of the Parkway Commission; he or she shall have custody of and shall affix the official seal, if any, to all documents of the Parkway Commission requiring such seal; he or she shall maintain and have charge of the records of the Parkway Commission in which shall be recorded the names, addresses and occupations of all members of the Parkway Commission, and the places of residence of the officers of the Parkway Commission, and such other papers and records as the Board of Directors may direct, all of which shall at all reasonable times be open to the examination of persons lawfully entitled to inspection thereof, at the Office of the Parkway Commission where the records regularly are located and during business hours; and he or she shall do and perform such other duties as from time to time may be assigned to him or her by the

Pilot. The duties, though not the responsibilities, of the Secretary may be assigned in all or in part to the managing director of the management service company retained by the Mississippi River Parkway Commission.

#### **Section 6.5 Treasurer**

The Treasurer shall have custody of, and shall be responsible for, all the funds and property of the Parkway Commission, and shall deposit and withdraw such funds in such banks, trust companies, or other depositories as shall be selected by, and in accordance with, the resolutions adopted by the Board of Directors from time to time. The duties, though not the responsibilities, of the Treasurer may be assigned in all or in part to the managing director of the management services company retained by the Mississippi River Parkway Commission. The Treasurer shall chair the Finance Committee.

The Treasurer shall also have custody of and be responsible for the maintenance of the records and accounts of the Parkway Commission. The Treasurer shall recommend investment options for all surplus funds of the MRPC for approval of the Board of Directors at the annual meeting. Interim reports and suggested changes shall be made at Board of Director's scheduled meetings. The Treasurer shall keep the Board of Directors informed of the investments quarterly.

The records and accounts of the office shall at all reasonable times be open to the inspection of any director or principal executive officer of the Parkway Commission, and shall be exhibited by the Treasurer to other persons lawfully entitled to inspection thereof, at the office of the Parkway Commission where the records are regularly located and during business hours. The Treasurer shall make such payments from the funds of the Parkway Commission as are approved by the Pilot in conformity with the policies and procedures adopted by the Board of Directors. If called upon to do so, the Treasurer shall render a statement of the condition of the finances of the Parkway Commission at all regular meetings of the Board of Directors and at all regular meetings of the members of the Parkway Commission, and a full financial report at each Annual Meeting of members. The Treasurer shall perform such other duties as from time to time may be assigned by the Pilot. The Treasurer and any other officer shall, if so required by the Board of Directors, give bond for the faithful discharge of duties, in such form and amount and with such sureties as the Board of Directors may require.

The records of the corporation shall be subject to an annual compilation report prepared by a Certified Public Accountant. The Board of Directors may require a Certified Public Accountant audit at its discretion.

### **ARTICLE VII EXECUTIVE COMMITTEE**

#### **Section 7.1 Composition**

The Executive Committee shall consist of the Pilot, the Pilot Pro-Tem, the Secretary, the Treasurer, and the immediate Pilot Emeritus. The Executive Committee shall act in an advisory capacity to the Board of Directors and shall take only those official actions on behalf of the Board of Directors as shall be delegated to it from time to time by majority vote of the Board of Directors. All members of the Executive Committee shall be General Members and shall be elected at the Annual General Membership Meeting. Their term of office shall be for one year and until their successors are elected at the next annual meeting. There shall be no limit to the number of terms which a person may serve in any one or more offices, with the exception of Pilot whose term in office shall be limited to four.

**Section 7.2 Duties.** The Executive Committee shall prepare and submit to the Board of



Directors on or before December 1st a proposed budget for the next fiscal year. The Executive Committee shall meet at the call of the Pilot, but only when action is necessary and the timing of the Board meeting is such that, in the opinion of the Pilot, to wait would not be in the best interest of the organization. The Executive Committee shall have such additional powers and duties as may be specified by the Board of Directors. Minutes of all Executive Committee meetings will be distributed to all Board members.

## **ARTICLE VIII COMMITTEES**

### **Section 8.1 Authorization**

The Board of Directors may authorize the establishment of Interim Committees and/or task forces as necessary. The Pilot shall appoint Committee members recommended by State Committee Chairpersons prior to each national meeting. These appointments shall be subject to confirmation by the Executive Committee and otherwise consistent with the Bylaws. Vacancies may be filled by the Pilot. The duration of Interim Committees and/or task forces will be determined at the time of establishment.

### **Section 8.2 Standing Committees**

Standing Committees shall consist of general members selected by the Pilot, subject to confirmation by the Executive Committee. The Pilot shall also determine the number of members on each committee. The immediate Pilot Emeritus shall be responsible for the overall coordination of standing committees. There shall be the following standing Committees of the Commission:

#### **A. Nominating Committee**

Shall each year present a slate of candidates for the Executive Committee to be elected at the Annual Meeting. These procedures shall be presented to the General Membership for approval. The Nominating Committee shall include the three immediate Pilots Emeritus, if available, or members appointed by the Pilot for a total membership of three plus the chairperson. The chairperson shall be appointed by the pilot. The committee shall meet by conference call 60 days prior to the Annual meeting to determine recommendations, if any, to be considered by the Board and the membership at the Annual Meeting.

Any state chair may submit a nomination for the Executive Committee for the nominating committee to consider at least 90 days prior to the Annual Meeting. The nomination must include a statement of the nominee's MRPC activities, including any committee assignments.

#### **B. Resolutions Committee**

Shall develop appropriate resolutions for the general membership. This Committee shall consist of a minimum of three members appointed by the Pilot. The chairperson is to be selected by the Pilot. The committee shall meet by conference call 60 days prior to the Annual meeting to determine recommendations, if any, to be considered by the Board and the membership at the Annual Meeting.

#### **C. Bylaws Committee**

Shall be activated only upon the request of the Board at least 90 days prior to an Annual Meeting. If so activated, they shall meet by conference call at least 60 days prior to an annual meeting to consider recommendations, if any, to be considered by the Board and the membership at the annual meeting and shall make recommendations that will keep the bylaws in accord with the current needs of the Commission. This Committee shall consist of a minimum of five members appointed by the Pilot. The chairperson is to be selected by the Pilot.

#### **D. Awards Committee**

Shall select a designee recommended by the appropriate State Chair for the Distinguished Service Award when appropriate, or any other awards as desired. This Committee shall consist of former Distinguished Service Award winners and shall be appointed by the Pilot. The committee shall meet by conference call 60 days prior to the Annual meeting to determine recommendations, if any, to be considered by the Board and the membership at the Annual Meeting. The chairperson is to be selected by the Pilot.

#### **E. Finance Committee**

Shall be responsible for the development and implementation of the fiscal plan of the MRPC to meet the goals set by the Board of Directors. This Committee shall be chaired by the Treasurer or his/her designee. Membership shall be comprised of the Executive Committee.

#### **F. Endowment Foundation Committee**

##### **Members**

The committee shall consist of The Pilot Pro-tem of the MRPC, two members of the MRPC board appointed by the MRPC Pilot and two general members of the MRPC appointed by the Pilot. The Pilot Pro-tem excepted, all Foundation members shall be approved by the MRPC Board. Appointed committee members' terms shall be for four years except for the first appointees: their terms shall be staggered so that one shall expire each year.

##### **Mission**

On behalf of the MRPC, the Endowment Foundation Committee shall establish a permanent tax free account and solicit contributions to the account.

##### **Authority**

The Endowment Foundation Committee with the advice and consent of the MRPC board shall be authorized to contract with agencies with expertise in marketing and fundraising and managing. Any administrative fees for such services shall come from funds deposited in the endowment foundation and shall be approved by the Board. Funds deposited in this account shall become the property of the MRPC and shall be disbursed only in a manner established and approved by the board of the MRPC. The Endowment Foundation Committee shall be authorized to create an advisory council to assist in soliciting funds.

##### **Endowment Foundation Advisory Council**

The Endowment Foundation Committee shall create an Endowment Foundation Advisory Council made up of persons who are in a position to contribute significantly to the goals of the Foundation and of the MRPC. The Endowment Foundation Committee with the advice and consent of the MRPC board shall determine the size membership qualifications and operating procedures of the Endowment Foundation Advisory Council. Endowments Foundation Advisory Council members shall be eligible to become honorary members of the MRPC.

##### **Accountability**

Annually, the Endowment Foundation Committee shall make to the MRPC board and Annual Meeting a full report of its activities for the year, including financial reports prepared according to generally accepted accounting principles and any policy actions taken.

### **Section 8.3 Technical Committees.**

Each Technical committee will have a minimum of one representative from each of the 10 states. State Chairs shall, annually, appoint one lead member from his/her Commission (both Commissioners and Technical members are eligible) to membership on each of the four National Technical Committees. The lead Committee member, or that member's designee, must be accessible and be willing and available to participate in all Technical Committee meetings either electronically or in person. Additional state commission members interested in participating in any one of the National Technical Committees may be appointed at the discretion of the State Chair, however only the lead appointee will have the state's voting authority on committee matters. Should the lead member be unable to participate in a meeting, an alternate voting member shall be appointed by the state chair from that state's commission. The committee chair shall be notified prior to the meeting.

In any matter decided by the committee, each state shall have one vote, cast by the lead member or his/her designee. The lead committee member shall act as a liaison between his/her state commission and the National Technical Committee on which he/she serves.

At the Annual Meeting, each technical committee shall select a chair and vice-chair. The selection must be made with representatives of all 10 states voting. Selection may be made via conference call or e-mail. Chairs may serve 3 subsequent terms.

Each Technical Committee shall meet at least 4 times per year, including the annual and semi-annual meetings. Meetings may be held by teleconference.

Technical Committee chairs shall attend all stated Board of Directors meetings (both those held in person and by teleconference) in a non-voting capacity, and will distribute Board minutes to their respective Committee members. If a Technical Committee chair cannot participate in a stated Board meeting, the vice-chair will act as an alternate.

Each Technical Committee chair will present a current year Work Plan status report and action recommendations for the upcoming year to the Board and delegates at the Annual meeting. Technical committee chairs will work with the Board to determine final Work Plan objectives each year.

There shall be four Technical Committees of the Commission:

- A. **Transportation Committee** - shall address the issues relevant to the Transportation System within the Mississippi River Valley with special attention to the Great River Road. The Committee shall prepare and submit to the Board of Directors an annual report regarding the status of Great River Road construction and maintenance.
- B. **Environment, Recreation and Agriculture Committee** - shall address all issues identified with the environment and/or related to agriculture of the Mississippi River Valley and those projects designed to enhance the recreational opportunities within its boundaries. The Committee shall prepare and submit to the Board of Directors an annual report of the environmental, recreational and agricultural condition of the Mississippi River Valley. The report shall include comments on problems encountered and solutions offered which would guarantee compatibility of Parkway development with environmental safeguards.
- C. **Culture and Heritage Committee** - shall explore methods to enhance preservation, to highlight cultural/historical aspects of the Mississippi River Valley and to pursue the

interpretation of the cultural/historical resources of the Valley. The Committee shall prepare and submit to the Board of Directors an annual report that identifies accomplishments made to achieve these objectives.

- D. **Marketing Committee** - shall have primary responsibility for the Web site, newsletter, and protection of the copyright and printed materials for the organization. The Committee shall also set policy for materials relating to the promotion of the organization. Promotion of actions of other committees shall be retained by those committees, under policy set by this Committee. A member of the Marketing Committee will be appointed as a liaison to Mississippi River Country, USA. In appointing Marketing Committee members, State Chairs are encouraged to consult with the tourism officials in their state to coordinate their appointments with Mississippi River Country members and representatives.

#### **Section 8.4 Mississippi River Country, USA**

The Mississippi River Parkway Commission (MRPC) recognizes Mississippi River Country, U.S.A. (MRC) as an arm of the MRPC. MRC shall prepare and submit to the MRPC Board an annual report that includes a marketing plan. MRC's marketing plan budget must be approved by the MRPC Board. MRC shall from time to time report to the MRPC Board on its ongoing activities or when requested by the MRPC Pilot.

- A. The Chair of MRC shall coordinate marketing activities with the MRPC Marketing Committee.
- B. A member of the MRC shall be appointed as liaison to the MRPC Marketing Committee.
- C. MRPC Marketing Committee chair and the MRC chair shall recommend collaborative projects to their respective committees in accordance with the MRPC and MRC Strategic Plans.

**Section 8.5 Reports.** Each Committee shall report to the Board of Directors at every Annual and Semi-Annual meeting.

## **ARTICLE IX MEETINGS**

#### **Section 9.1 Annual Meeting**

The Annual Meeting of members of the Parkway Commission, for the purpose of elections and for the transaction of such business as may be brought before the meeting, shall be held at such time and at such place as the members may by resolution designate at the previous annual meeting. In the event the members fail to establish the time or place of the next Annual Meeting, or in the event it becomes impossible to hold an Annual Meeting at the time or in the place so selected by the members, the Board of Directors of the Parkway Commission shall, at the earliest possible moment, establish the time or place of such meeting.

#### **Section 9.2 Semi-Annual Meeting**

A semi-annual meeting of the members of the Mississippi River Parkway Commission shall be called for the purpose of transacting business that may properly come before the Parkway Commission Membership. The meeting may be held at such time and place as other Parkway Commission Committees and/or the Board of Directors are meeting.

### **Section 9.3 Special Meetings**

At any time a call for a special meeting of members may be issued by the Pilot or by six members of the Board of Directors or by a majority of the general membership, and shall be issued by the Secretary. The call for such meeting (and the written request, if any, for such call) shall state the purpose for the special meeting and only such matters as may be specified in the call shall be considered.

### **Section 9.4 Notice**

Mail, e-mail or fax notice of each meeting of the members stating the place, day and hour of the meeting, and in case of a special meeting or where otherwise required, stating the purpose or purposes for which the meeting is called, shall be sent not less than fifteen (15) days before the date of the meeting to each member of the Parkway Commission at their address as it appears on the records of the Parkway Commission.

### **Section 9.5 Quorum**

A quorum at Annual or Special Meetings of the corporation shall consist of the voting representatives from at least six (6) State Commissions. Once a quorum is established it shall continue to exist regardless of the subsequent departure of any representative.

In the event there is less than a quorum at such a meeting, the presiding officer may adjourn the meeting from time to time until a quorum is present.

### **Section 9.6 Board Meetings**

Meetings of the Board of Directors shall be established on a regular basis as determined by the Board of Directors. The Board shall have a regular meeting at the time and place of the annual meeting. Notice of all Directors' meetings shall be sent by mail, e-mail or fax to each Board Member at least fifteen (15) days in advance of such meeting. Wherever possible, an agenda for the Board meeting shall accompany the notice of the meeting.

### **Section 9.7 Special Board Meetings**

A special Board meeting may be called by the Pilot or upon request of any three Board members.

At least five days notice of such special Board meeting shall be given by mail, e-mail or fax and such meeting may be held by means of a telephone conference call.

### **Section 9.8 Voting**

Voting at the meetings of the corporation or the Board meetings may be by voice vote. If requested by a General Member or a Board Member, a roll call ballot shall be taken on any question (except in the case of a special Board meeting by telephone conference call in which voting shall be by voice roll call vote). There shall be no proxy voting at any meeting of the corporation, its Board of Directors, or any Committee of the corporation. Each Member State shall have one vote.

## **ARTICLE X PARLIAMENTARY AUTHORITY**

The meetings of the corporation, its Board of Directors, and all committees shall be governed by "Robert's Rules of Order, Revised".

**ARTICLE XI  
FISCAL YEAR**

The Fiscal Year shall commence on January 1, and end on December 31 of each year.

**ARTICLE XII  
MISCELLANEOUS**

- A. Any reference to the male gender in these By-Laws shall be considered generic.
- B. Titles and subtitles are inserted for convenience only, and shall not be construed to be a substantive part of these By-Laws.
- C. The words “state” and “states” shall, whenever used herein, include the Parkway States.
- D. The Board of Directors of the Mississippi River Parkway Commssion shall have the authority to create a foundation to further the goals of the MRPC.
- E. The Board of Directors may create an awards program to recognize persons or institutions for distinguished service to the MRPC, or who have made special achievements related to MRPC goals, or others that the board deems worthy of recognition. The Board may delegate the responsibility of creating the criteria and procedures for these awards.

**ARTICLE XIII  
AMENDMENTS**

The By-Laws may be amended, repealed or altered in whole or in part, by a majority vote at any proper meeting of the corporation; provided that a copy of proposed amendments to be considered at such meeting shall be mailed to the voting membership at least 20 days prior to the date of such meeting together with an indication that such amendments shall be proposed at the meeting.